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August 17 2000

RECORDATION NO. **23048** FILED

AUG 17 '00 12:04 PM

TS

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Amtrak Trust 2000-C

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease of Railroad Equipment (Amtrak 2000-C) dated as of August 17, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents and two (2) copies of a Memorandum of Loan and Security Agreement (Amtrak 2000-C) dated as of August 17, 2000, a secondary document related thereto.

The names and addresses of the parties to the enclosed document are:

Lessor and
Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19801

Lessee: National Railroad Passenger Corporation
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002

Lender: AME Investments, LLC
c/o Ambac Capital Corp.
One Street Plaza
New York, New York 10004

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Mr. Vernon A. Williams
August 17, 2000
Page Two

A description of the railroad equipment covered by the enclosed document is:

77 Superliner I railcars within the series AMTK 31523 through AMTK 38007.

A short summary of the document to appear in the index follows:

Lease of Equipment between Wilmington Trust Company, Lessor, and Amtrak, Lessee covering 77 Superliner I railcars within the series AMTK 31523 through AMTK 38007.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT (AMTRAK TRUST 2000-C) dated as of August 17, 2000, between WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Trustee under the Trust Agreement (Amtrak Trust 2000-C) dated as of August 17, 2000, (in such capacity, the "*Lessor*"), and NATIONAL RAILROAD PASSENGER CORPORATION (also known as Amtrak), a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia (the "*Lessee*"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto in the Lease (referred to below).

WHEREAS, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment (Amtrak Trust 2000-C) dated as of August 17, 2000 (the "*Lease*") and that certain Lease Supplement No. 1 (Amtrak Trust 2000-C) dated as of August 17, 2000 ("*Supplement No. 1*") (the terms of each of which are incorporated herein by reference), covering the railroad equipment identified in Schedule A hereto, bearing the equipment numbers of the Lessee shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor;

WHEREAS, the Lease and Supplement No. 1 shall be effective as of the Closing Date (as defined in the Lease); and

WHEREAS, this memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

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AUG 17 '00 .12-04 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Trustee, as
aforesaid

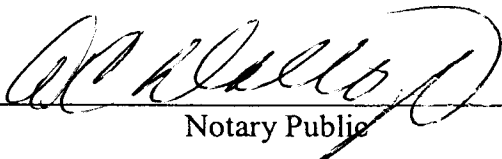
By: 
Name: **W. CHRIS SPONENBERG**
Title: **ASSISTANT VICE PRESIDENT**

NATIONAL RAILROAD PASSENGER
CORPORATION

By: _____
Name:
Title:

STATE OF DELAWARE)
) ss.:
COUNTY OF NEW CASTLE)

On this 7th day of August, 2000, before me personally appeared W. Chris Sponenberg, to me personally known, who, by me being duly sworn, says that he/she is Assistant Vice President of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.


ANITA E. DALLAGO
NOTARY PUBLIC
My Commission Expires August 3, 2001
Notary Public

My Commission Expires: _____

DISTRICT OF COLUMBIA)
) ss.:
)

On this ____ day of _____, 2000, before me personally appeared Carol J. Dillon, to me personally known, who, by me being duly sworn, says that she is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public


My Commission Expires: _____

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor, and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Trustee, as
aforesaid

By: _____
Name:
Title:

NATIONAL RAILROAD PASSENGER
CORPORATION

By:  _____
Name: *Vera J. Diller*
Title: *Treasurer*

STATE OF DELAWARE)
) ss.:
COUNTY OF NEW CASTLE)


On this ____ day of _____, 2000, before me personally appeared _____, to me personally known, who, by me being duly sworn, says that he/she is _____ of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said Delaware banking corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Notary Public

My Commission Expires: _____

DISTRICT OF COLUMBIA)
) ss.:
)

On this 26 day of July, 2000, before me personally appeared Carol J. Dillon, to me personally known, who, by me being duly sworn, says that she is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires: 2/14/05

SCHEDULE 1

(AMTRAK TRUST 2000-C)

DESCRIPTION OF UNITS

Lot 1

Amtrak
Equipment
Number

Equipment Type

31523	Superliner I	Superliner Baggage Coach
31524	Superliner I	Superliner Baggage Coach
31525	Superliner I	Superliner Baggage Coach
31527	Superliner I	Superliner Baggage Coach
31529	Superliner I	Superliner Baggage Coach
31530	Superliner I	Superliner Baggage Coach
31531	Superliner I	Superliner Baggage Coach
31539	Superliner I	Superliner Baggage Coach
31590	Superliner I	Smoking Lounge
31591	Superliner I	Smoking Lounge
32001	Superliner I	Superliner Sleeper
32003	Superliner I	Superliner Sleeper
32005	Superliner I	Superliner Sleeper
32006	Superliner I	Superliner Sleeper
32007	Superliner I	Superliner Sleeper
32011	Superliner I	Superliner Sleeper
32012	Superliner I	Superliner Sleeper
32013	Superliner I	Superliner Sleeper
32015	Superliner I	Superliner Sleeper
32023	Superliner I	Superliner Sleeper
32024	Superliner I	Superliner Sleeper
33100	Superliner I	Superliner Diner
34020	Superliner I	Superliner Coach
34034	Superliner I	Superliner Coach
34038	Superliner I	Superliner Coach
34051	Superliner I	Superliner Coach
34057	Superliner I	Superliner Coach
34063	Superliner I	Superliner Coach
34064	Superliner I	Superliner Coach
34067	Superliner I	Superliner Coach
34074	Superliner I	Superliner Coach
34078	Superliner I	Superliner Coach
34079	Superliner I	Superliner Coach
34080	Superliner I	Superliner Coach
34081	Superliner I	Superliner Coach
34082	Superliner I	Superliner Coach
34084	Superliner I	Superliner Coach
34085	Superliner I	Superliner Coach

Amtrak
Equipment
Number

Equipment Type

34086	Superliner I	Superliner Coach
34087	Superliner I	Superliner Coach
34088	Superliner I	Superliner Coach
34090	Superliner I	Superliner Coach
34091	Superliner I	Superliner Coach
34092	Superliner I	Superliner Coach
34093	Superliner I	Superliner Coach
34095	Superliner I	Superliner Coach
34096	Superliner I	Superliner Coach
34097	Superliner I	Superliner Coach
34098	Superliner I	Superliner Coach
34099	Superliner I	Superliner Coach
34101	Superliner I	Superliner Coach
35001	Superliner I	Superliner Coach
35002	Superliner I	Superliner Coach
35003	Superliner I	Superliner Coach
35004	Superliner I	Superliner Coach
35005	Superliner I	Superliner Coach
35006	Superliner I	Superliner Coach
35007	Superliner I	Superliner Coach
35008	Superliner I	Superliner Coach
35009	Superliner I	Superliner Coach
35010	Superliner I	Superliner Coach
35011	Superliner I	Superliner Coach
38003	Superliner I	Superliner Diner
38004	Superliner I	Superliner Diner
38005	Superliner I	Superliner Diner
38006	Superliner I	Superliner Diner
38007	Superliner I	Superliner Diner

SCHEDULE 1

(AMTRAK TRUST 2000-C)

DESCRIPTION OF UNITS

Lot 2

**Amtrak
Equipment
Number**

Equipment Type

31532	Superliner I	Superliner Baggage Coach
31533	Superliner I	Superliner Baggage Coach
31535	Superliner I	Superliner Baggage Coach
31538	Superliner I	Superliner Baggage Coach
31540	Superliner I	Superliner Baggage Coach
31541	Superliner I	Superliner Baggage Coach
31543	Superliner I	Superliner Baggage Coach
31545	Superliner I	Superliner Baggage Coach
33002	Superliner I	Superliner Lounge
33015	Superliner I	Superliner Lounge